
DECEMBER 9, 2014

**AGENDA ITEM 5
ACTION ITEM**

SCHOLARSHARE INVESTMENT BOARD

Resolution to Approve Changes to the ScholarShare Monitoring Procedures and Criteria

Recommendation

Pension Consulting Alliance, Inc. (PCA) and ScholarShare Investment Board (SIB or Board) staff recommend the Board adopt Resolution No. 2014-07 approving changes to the ScholarShare Monitoring Procedures and Criteria (Procedures).

Background

In October 2014, the Board approved the placement of three PIMCO funds on watch status based on organizational concerns upon the departure of the firm's CIO and founder, Bill Gross, in September 2014. Subsequently, the PIMCO Total Return Fund was removed and replaced with the TIAA-CREF Bond Plus Fund on October 10, 2014. The PIMCO Income Fund & PIMCO Real Return Fund remain on "watch" status.

Following a thorough review of the Procedures, SIB staff and PCA recommend additional language be added to provide flexibility to the Board on the "Corrective Measures" process associated with funds on "watch" status. The proposed changes, which were developed by PCA with input from SIB staff and TFI, include revisions to the "Corrective Measures" section, as well as minor revisions to the Investment Performance Criteria schedules to reflect the October 2014 fund change, and are outlined in the redline version of the Procedures included in PCA's memo (Exhibit A).

Pending Board approval, the revised Procedures will take effect immediately.

Presenter

Eric White, Principal, Pension Consulting Alliance, Inc.

RESOLUTION NO. 2014-07

**RESOLUTION OF THE SCHOLARSHARE INVESTMENT BOARD
RELATING TO THE APPROVAL OF CHANGES TO THE
SCHOLARSHARE MONITORING PROCEDURES & CRITERIA**

WHEREAS, the ScholarShare Investment Board (the “Board”) was created under the provisions of Article 19 of the California Education Code commencing with Section 69980 (the “Golden State ScholarShare Trust Act” or “Act”);

WHEREAS, the Board has a fiduciary responsibility on behalf of the ScholarShare participants and beneficiaries to monitor the investment manager’s mutual funds and investment performance;

WHEREAS, the Board adopted the Golden State ScholarShare College Savings Trust Monitoring Procedures and Criteria (the “Procedures”) to provide guidelines for monitoring the investment manager’s mutual funds and investment performance as part of its fiduciary responsibility on behalf of the ScholarShare participants and beneficiaries; and

WHEREAS, the SIB staff and Board’s investment consultant (the “Consultant”) have reviewed the Procedures and are recommending revisions as they relate to the corrective measures for funds on watch status and the updates to funds and benchmarks;

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby approves the changes to the Procedures as recommended by SIB staff and the Consultant and as shown in the attachment to the Consultant’s memo dated December 1, 2014.

BE IT FURTHER RESOLVED that this Resolution becomes effective upon its adoption by the Board.

Attest: _____
Chairperson

Date of Adoption: _____

Date: December 1, 2014
To: ScholarShare Investment Board (SIB)
From: Pension Consulting Alliance, Inc. (PCA)
CC: Eric White, CFA – PCA; Kay Ceserani – PCA
RE: **Annual Review of the ScholarShare Monitoring Procedures and Criteria**

Summary

As part of its annual review, PCA has reviewed the *Monitoring Procedures and Criteria* for the ScholarShare College Savings Plan. PCA has identified areas that we believe should be expanded and updated given the recent removal of the PIMCO Total Return fund. While the current document worked well in governing the removal of the PIMCO Total Return fund we believe there is an opportunity to further enhance the sections pertaining to qualitative 'Investment Status' and 'Corrective Measures' with emphasis on replacing a fund on an accelerated timeframe. **PCA recommends the SIB adopt the changes as highlighted in the attached redline document.** Each of these changes is discussed in further detail below.

Background

As part of SIB's annual review, PCA examined each of the sections in the *Monitoring Procedures and Criteria* which includes:

1. Background – purpose of monitoring procedures and guidelines, and overview of the investment structure of the Plan
2. Monitoring Procedures – outlines ongoing and periodic monitoring activities
3. Investment Status – including Investment Status Schedule and procedures for placing or removing a fund on Watch status
4. Corrective Measures – procedures for corrective actions and fund replacement; overall assessment of the Program Manager's Investment Services
5. Investment Performance Criteria Schedules – performance thresholds for actively managed and passively managed funds, as well as non-investment performance criteria for T-C Life Funding Agreements
6. Definitions of Important Terms

Each of the sections was examined for any needed additions, corrections, or changes. Given the removal of the PIMCO Total Return Bond fund in the third quarter of 2014 for qualitative reasons and the fact that it was done on an expedited timeframe, PCA views this as a good opportunity to update and expand the sections pertaining to 'Investment Status' and Corrective Measures.

Section III. Investment Status

PCA recommends the descriptions of the of qualitative factors utilized as part of the fund evaluation process be expanded to include the following highlighted language:

Investment Consultant and Staff will apprise the Board as to whether quantitative (see Section V., the Investment Performance Criteria Schedules) and/or qualitative conditions (as determined by the Investment Consultant which may include changes in investment strategy, changes in key personnel, changes in risk/capital market exposure or other risks identified by the Consultant) warrant further action.

Section IV. Corrective Measures

PCA is recommending three main changes to this section:

- 1.) Add language that defines the roles of the Program Manager and the consultant as it pertains to replacing a fund on watch status. Specifically, that the Program Manager will work collaboratively with the Investment Consultant to provide the Board with one or more recommended replacement funds and that the Investment Consultant will be responsible for providing the Board with a memo expressing its opinion of the Program Manager's recommendation.
- 2.) Add language acknowledging the fact that in some situations it is in the best interest of participants if the Program works on an accelerated timetable to remove a fund from the Program.
- 3.) Split the replacement fund procedures into two categories: one based on a standard timeframe and one based on an expedited timeframe.
 - a. For the standard timeframe, PCA recommends the language regarding the first priority of Program Manager funds in the replacement process be removed. We also recommend language be added that enhances the language regarding single fund portfolios.
 - b. For periods demanding an expedited timeframe, PCA recommends language similar to that of the normal timeframe be added with the exception that funds of the Program Manager be considered first as long as it represents a viable option (similar capital market exposure and risk characteristics). By doing so it is likely that the replacement process can take place on a significantly shorter timetable. However, as part of the following annual review, a full screening of the fund universe should take place ensuring the Program Manager fund represents best value within the space.

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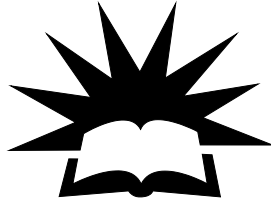
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**Golden State ScholarShare College Savings Trust
Monitoring Procedures and Criteria**

~~March 14, 2013~~ December 9, 2014

**Golden State ScholarShare College Savings Trust
Monitoring Procedures and Criteria**

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I. BACKGROUND

In 1996, Congress passed legislation establishing Internal Revenue Code Section 529 plans (college savings or 529 plans) to provide a tax-advantaged means to invest assets for higher educational purposes. California's program, the Golden State ScholarShare College Savings Trust (ScholarShare or Trust) was created in 1999 as a vehicle for California families¹ to save for college. Under federal law, participants in 529 plans cannot directly control investments, instead investments are held in state trusts.

As the administrator of the Trust, the ScholarShare Investment Board (SIB or the Board) directs investment and has a fiduciary responsibility for the assets invested by ScholarShare Participants. SIB's fiduciary duties require that it:

- set appropriate investment policies and procedures,
- monitor investment performance and investment related qualitative factors, such as changes in the Program Manager's investment strategy or key investment personnel, and
- take corrective actions, if necessary.

Specifically, these monitoring procedures enable SIB to monitor performance and help it achieve consistent long-term investment success for ScholarShare Participants. In addition, it provides SIB with a road map for action if it is not satisfied with specific aspects of a fund's activities and/or investment performance.

ScholarShare 529 Plan Investment Structure

ScholarShare offers a Plan sold directly to the public. Participants in the Plan choose from passive investment portfolios and active investment portfolios.

The portfolios in the Plan were designed by SIB to give families a selection of investment choices based on their educational savings needs and risk tolerance. Investment portfolios are comprised of one or more federally registered mutual funds with the exception of the funding agreements with TIAA-CREF Life Insurance Company (T-C Life). The funding agreements with T-C Life (Funding Agreements) are used as a part of the Plan's active and passive age-based and conservative portfolios, and Principal Plus Interest Portfolio. All of the portfolios, their investment objectives, their mutual fund make up, and a list of mutual funds and their corresponding benchmarks, are outlined in the ScholarShare Investment Policy separate document.

¹ All United States citizens may open accounts, not just those who reside in California

II. MONITORING PROCEDURES

The SIB's monitoring procedures are designed to provide qualitative and quantitative information to the Board on investment performance to aid it in making the best decisions on behalf of Trust participants. Specifically, the procedures outline what will be monitored, how it will be monitored, and when it will be monitored; what is acceptable and unacceptable performance; and how underperformance may be addressed.

There are two major groups of monitoring activities: Ongoing Monitoring and Periodic Monitoring.

Ongoing Monitoring Activities

Ongoing monitoring activities include measurement and assessment of investment performance and related investment activities. The differences in the structures for individual fund portfolios and multi-fund portfolios require different monitoring procedures as outlined below. Both SIB's Program Manager and independent Investment Consultant will provide monitoring reports.

Portfolio Construction

- *Individual Fund Portfolios Investment Performance*
Performance of each individual fund portfolio (each portfolio is made up of a single fund) is monitored relative to its benchmarks for a specific time period. Monitoring criteria can be found in Section V., the Investment Performance Criteria Schedules.
- *Multi-Fund Portfolios (Age-Based, Static, etc.) Investment Performance*
Performance monitoring of portfolios in the Plan containing multiple funds will occur at the underlying fund level. Each underlying fund will have its performance compared to its primary prospectus benchmark. Specific monitoring criteria for each underlying fund can be found in Section V., the Investment Performance Criteria Schedules.

Quarterly Investment Performance Review by Program Manager

As part of the ongoing reporting process, the Program Manager will report calendar quarter and trailing annualized performance of the funds to the SIB staff (Staff) and the Investment Consultant on a quarterly basis. The Program Manager will also provide to the Staff quarterly performance reports for each portfolio used by the Trust and each fund against its respective benchmark. In addition, the Program Manager is responsible for providing: i) an explanation of investment activities that caused under- or outperformance each quarter, ii) any major changes in investment related to personnel, organization and/or investment approach/strategy, and iii) any other reporting as required by law.

Quarterly Investment Performance Evaluation by Independent Investment Consultant

Using monthly data provided by Morningstar, the Investment Consultant will provide a quarterly report for the Board comparing each underlying fund with its respective benchmark according to the investment performance criteria found in the Section V., the Investment Performance Criteria Schedules.² The quarterly monitoring report compares each underlying fund to a benchmark (see ScholarShare Investment Policy for funds and their benchmarks). Performance for each underlying fund is then categorized as Positive, Acceptable, Caution, or Watch using the criteria listed in the Investment Status Schedule.

² Performance numbers are net of underlying mutual fund fees (not net of the SIB Administrative Fee or Program Manager Fee).

Quarterly Monitoring of the T-C Life Funding Agreements (Active and Passive Age-Based and Conservative Portfolios and the Principal Plus Interest Portfolio)

In addition to the quarterly investment performance evaluation, the Investment Consultant will include a summary of the health of the T-C Life General Account (General Account). Monitoring of the T-C Life Funding Agreements is based on the financial strength of the General Account, and not investment performance results relative to a stated benchmark. The Investment Consultant will gather information provided by T-C Life of the characteristics of the General Account in order to assess the firm's claims-paying abilities. Analysis of the information provided by T-C Life is subject to its availability, and may be lagged by one quarter. This review is based on the following:

- General Account Financial Strength Rating by the four rating agencies: Moody's Investors Service, Standard & Poor's, A.M. Best, and Fitch.
- Status of the Mortgage Portfolio: In Good Standing, In Good Standing with Restructured Terms, 90 days Overdue, or Foreclosure in Process.
- Bond Portfolio Grade: Investment Grade, Medium Grade, and High Yield.
- Account Diversification: Diversified across asset classes.

The Investment Consultant will monitor changes to any of the categories listed above. Should these changes be deemed significant, the Investment Consultant will provide the SIB with a memo detailing its findings and applying an investment status of Positive, Acceptable, Caution, or Watch.

Periodic Monitoring Activities

As part of its ongoing fiduciary responsibilities, the SIB and Investment Consultant should regularly (annually or more often if needed) review several qualitative aspects of the Program Manager's practices. Key factors include, but are not limited to a review of:

- Fund investment guidelines to ensure they are consistent with the SIB's mandate for the fund.
- Fund investment strategy and style, especially the buy/sell disciplines.
- Portfolio activity, specifically the turnover rate, number of holdings, and execution costs.
- Risk profile relative to the fund's benchmark.
- Organizational structure.
- Stability of fund personnel and organization.
- Contractual obligations to the SIB.
- Multi-fund portfolios against an appropriate custom asset-weighted benchmark.
- Efficacy of active versus passive management in the age-based portfolios.

III. INVESTMENT STATUS

The quarterly investment reports provided by the Investment Consultant will rate all underlying funds as Positive, Acceptable, Caution or Watch (see Investment Status Schedule). These ratings will serve to summarize performance for each fund.

Investment Status Schedule

Performance Category	Active Funds	Passive Funds
Positive	<ul style="list-style-type: none"> ▪ Performance exceeds the benchmark 	<ul style="list-style-type: none"> ▪ Performance exceeds the benchmark (first 1-12 month period), or ▪ Tracking error is within the allowable range³ (short, medium and long time periods)
Acceptable	<ul style="list-style-type: none"> ▪ Performance meets or is under the benchmark and is within the allowable range 	<ul style="list-style-type: none"> ▪ Performance does not exceed the benchmark but is within the allowable range (first 1-12 month period only)
Caution	<ul style="list-style-type: none"> ▪ Performance is below allowable range but either: <ul style="list-style-type: none"> i) for less than six consecutive months⁴, or ii) the Board has not taken (or decided not to take) a formal action to place the underlying fund on Watch even though performance has been below allowable range for six months or longer. 	<ul style="list-style-type: none"> ▪ Tracking error falls outside of the allowable range but either <ul style="list-style-type: none"> i) for less than six consecutive months, or ii) the Board has not voted to place the underlying fund on Watch
Watch ⁴	<ul style="list-style-type: none"> ▪ Performance is below allowable range for more than six consecutive months and the Board has formally voted to place the underlying fund on Watch. 	<ul style="list-style-type: none"> ▪ Tracking error falls outside of the allowable range for more than six consecutive months and the Board has formally voted to place the underlying fund on Watch.

Note: This chart addresses investment performance only. It is conceivable that the Investment Consultant, Staff and the Board may need to take into consideration qualitative factors (either positive or negative) when determining the status of a fund. Monitoring criteria and ranges shall be reviewed on an ad hoc basis to confirm their appropriateness based on prevailing market dynamics and conditions.

If an underlying fund meets the criteria in the Investment Status Schedule for Caution, SIB may choose to place the underlying fund on Watch if performance does not improve. At a subsequent SIB meeting, the Investment Consultant and Staff will apprise the Board as to whether quantitative (see Section V., the Investment Performance Criteria Schedules) and/or qualitative conditions (as determined by the

³ Ranges are shown in the Investment Performance Criteria Schedules

⁴ The amount of time generally required before an underlying fund is put on Watch

Investment Consultant which may include changes in investment strategy, ~~or changes in~~ key personnel, changes in risk/capital market exposure) ~~have changed~~ or other risks identified by the Investment Consultant) warrant further action. If conditions are not improving, the Investment Consultant will provide a memo explaining the causes of underperformance and will make a recommendation whether or not to put the underlying fund on Watch.

Watch Status

Once the Board receives the report and recommendation, it may decide to take no action or it may vote to place the underlying fund on Watch. In making this decision, the Board may use quantitative or qualitative information or a combination of both. Once on Watch, the underlying fund will receive heightened monitoring. Specifically, the Program Manager will provide a quarterly report explaining causes of underperformance or improvement. Additionally, the Investment Consultant and Staff will monitor the underlying fund carefully and provide additional reports as necessary. This heightened level of monitoring continues quarter-by-quarter until the Board releases the underlying fund from Watch or takes other corrective actions.

Generally, once an underlying fund is placed on Watch, it should be able to exhibit improvement within a time frame of 12 to 18 months. However, extenuating circumstances may require the Board to take action sooner (or later) than 12 to 18 months. Regardless, an underlying fund will remain on Watch until the Board votes to release it or take further action.

Improvement Occurs – Release from Watch

If an underlying fund shows indications of improvement in one or more of the factors that caused it to be placed on Watch, it may be released from Watch. Examples of improvements warranting a change in status are:

- Improved investment performance.
- Investment style and/or risk characteristics return to, and remain at, levels originally agreed upon.
- Other factors such as organizational structure stabilizes, personnel adjustments, compliance requirements, etc. are met/satisfied.

The Investment Consultant and Staff will provide regular reports to the Board on any underlying fund on Watch. These reports will highlight the original reasons for placing the underlying fund on Watch and discuss how these issues have been addressed. If improvement occurs in an appropriate amount of time (generally 12 to 18 months) the Investment Consultant may make a recommendation to the Board to release the underlying fund from Watch, and the Board may vote to approve this recommendation or not.

TIAA-CREF Life Insurance Company Funding Agreements

Applying an investment status to the T-C Life Funding Agreements is based on different criteria than those applied to underlying funds. Given that the monitoring of the T-C Life Funding Agreements is based on non-performance related issues, different criteria must apply to measure improvement during Watch. If Caution or Watch applies, the Investment Consultant will provide regular updates to the Staff until such time that improvement is noted (typically a 12 to 18 month period) in the characteristics that caused the T-C Life Funding Agreements to be placed on Caution or Watch.

IV. CORRECTIVE MEASURES

Improvement Does Not Occur – Corrective Measures

If an underlying fund is not released from Watch within an appropriate period (generally 12 to 18 months), corrective action may be necessary. Differences in structural make up between the individual fund portfolios and the multi-fund portfolios means that corrective action will take different forms as explained below.

Individual and Multi-Fund Portfolios

If the quantitative and/or qualitative performance of an individual fund or multi-fund portfolio does not improve, the Investment Consultant will conduct an analysis and provide the Board with options and a recommendation for action. Options include:

- Giving the fund more time,
- Closing it to new investment, or
- Replacing it (replacement specifics are outlined below).

For individual fund portfolios, the Board should take into consideration that Trust participants (and their advisors) have specifically chosen the individual fund (it is not just a part of the portfolio's asset allocation) and may want to give it ample time to improve or close it to new investment before considering replacing it. If the Board decides that funds must be replaced, either in an individual fund or multi-fund portfolio, the process is outlined below.

T-C Life Funding Agreements

If no improvement is seen in the characteristics of the T-C Life Funding Agreements related to those characteristics that caused Caution or Watch status, the Investment Consultant may recommend that the SIB replace the T-C Life Funding Agreements with other options. While it is recognized that replacing the T-C Life Funding Agreements may be difficult, the Investment Consultant and Staff will work to provide a solution that is feasible given the nature of the underlying funding agreement.

Fund Replacement

The SIB may replace funds on Watch as part of its fiduciary responsibility to monitor and take corrective action if required. The Investment Consultant will provide a memo on whether fund replacement should be considered and if so which funds may be suitable replacements⁵. The “Standard Timeframe” below shall be followed for funds currently on Watch, except when immediate action is necessary as provided under “Expedited Timeframe” below.

Standard Timeframe - Funds Currently on Watch

If fund replacement is necessary for funds currently on Watch, SIB should first ~~may~~ consider funds that are offered by the Program Manager or an affiliated entity that are appropriate substitutes for the current fund(s). ~~If a viable substitute cannot be found from the Program Manager's existing fund offerings, then t~~The Investment Consultant may also recommend that the SIB consider having:

- the Program Manager subcontract with an affiliated or non-affiliated entity to provide fund management services, subject to SIB approval; or
- the issuance of a Request For Proposals for fund management services by a third-party provider not affiliated with the Program Manager.

The Program Manager will work collaboratively with the Investment Consultant to provide the Board with one or more recommended replacement funds, which may include funds offered by the Program Manager or funds offered by an alternative fund manager. The Investment Consultant will also provide the Board with a memo expressing its opinion of the Program Manager's

⁵ As stated above, SIB may want to act cautiously when considering whether or not to replace a fund that is the only fund in an individual fund portfolio since participants (and their advisors) have specifically chosen it.

recommendation.

All of the above actions require Board approval.

For individual fund portfolios, if the Board determines that a fund ~~must be removed, it warrants replacement, the Board~~ should consider closing the individual fund portfolio to new investments and ~~giving notify participants (and their advisors) two to four months to move assets to a new investment, then move all remaining of the planned action prior to implementation. Sufficient time (two to four months) between announcement and implementation should exist in order to allow participants sufficient time to assess the planned change and determine whether to participate in the change or move the~~ assets to a substitute investment. This process enables the Board to exercise its fiduciary duties and still allow participants (and advisors) the ability to move their assets where they deem most appropriate. ~~It also takes care of any participants (and their advisors) who are unable to move their funds because of Internal Revenue Code restrictions allowing only one change in asset allocation per year within a plan.~~

For multi-fund portfolios, if the Board determines that a fund ~~must be removed~~ warrants replacement, it should work with the Program Manager on a case-by-case basis to consider removal of the fund from the portfolio's fund allocation. A new investment in a multi-fund portfolio must have more competitive performance characteristics than the fund that is being replaced while also maintaining (or enhancing) the integrity and expected results of the asset allocation processes used to construct the portfolio.

All of the above actions require Board approval.

Any new investments shall be closely monitored for an appropriate period of time as determined by the Investment Consultant and may be recommended for placement on Watch for further monitoring.

Expedited Timeframe - Funds Currently on Watch Requiring Immediate Action

In the event of unusual or precarious market movements or unforeseen circumstances (such as wholesale change in fund management, rapid deterioration in performance or portfolio composition, material unforeseen factors, etc.) where immediate fund replacement or corrective action may be necessary, as determined by the Investment Consultant, the Board may replace a fund or take corrective action. To expedite the process, SIB should first consider funds that are offered by the Program Manager or an affiliated entity that are appropriate substitutes for the current fund(s). If an appropriate substitute cannot be found from the Program Manager's or affiliated entity's existing fund offerings, then the Investment Consultant may recommend that the SIB consider having:

- the Program Manager subcontract with an affiliated or non-affiliated entity to provide fund management services, subject to SIB approval; or
- the issuance of a Request For Proposals for fund management services by a third-party provider not affiliated with the Program Manager.

If the Board determines that a fund must be removed, the Board should work with the Program Manager to consider removal of the fund from the portfolio's fund allocation. A new investment in a portfolio must maintain or enhance the integrity and expected results of the asset allocation processes used to construct the portfolio while removing the idiosyncratic risk of the fund being replaced.

All of the above actions require Board approval and the Board may delegate its authority to the Executive Director of SIB or the Chair of SIB, who may authorize a designee to act in his stead.

Any new investments shall be closely monitored for an appropriate period of time as determined by the Investment Consultant and may be recommended for placement on Watch for further monitoring.

As part of the review process, a full screening of the fund universe should be conducted by the Program Manager, in collaboration with the Investment Consultant, in which the Program Manager will provide the Board with one or more recommended alternative funds, which may include funds managed by an alternative fund manager in addition to funds offered by the Program Manager. The Investment Consultant will also provide the Board with a memo expressing its opinion of the Program Manager's recommendation. The Board may elect to remain invested in the Program Manager fund or move the assets to one of the alternative funds.

Overall Assessment of Program Manager's Investment Services

The SIB may determine that the Program Manager's overall investment services are unsatisfactory due to either quantitative reasons (sustained poor performance at the asset class and/or fund level) or qualitative reasons (See Definitions of Important Terms). General guidelines regarding the Program Manager's overall investment performance are outlined in Section 6 of the existing contract between SIB and the Program Manager (Agreement No. SIB 15-10).

V. INVESTMENT PERFORMANCE CRITERIA SCHEDULES

Table 1a: Actively Managed Funds
(Based on net-of-fee asset class performance)

Asset Class	Short-Term (rolling 12-month periods)	Medium-term (rolling 36-month periods)	Long-term (> 60 months)
Domestic Equity	Fund return < bench return -3.5% for 6 consecutive months	Fund return < bench return -1.75% for 6 consecutive months	VRR< 0.97 for 6 consecutive months
International Equity	Fund return < bench return -4.5% for 6 consecutive months	Fund return < bench return -2.0% for 6 consecutive months	VRR< 0.97 for 6 consecutive months
Fixed Income	Fund return < bench return -1.0% for 6 consecutive months	Fund return < bench return -0.5% for 6 consecutive months	VRR< 0.98 for 6 consecutive months
High Yield	Fund return < bench return -6.5% for 6 consecutive months	Fund return < bench return -3.25% for 6 consecutive months	VRR< 0.96 for 6 consecutive months

^{1st} 1-12 month performance criteria is not annualized; all other criteria is on an annualized basis.

Annualized return is the average annual return of either the fund or its benchmark.

VRR – Value Relative Ratio – is calculated as: fund cumulative return / benchmark cumulative return.

<u>Fund</u>	<u>Asset Class</u>	<u>Benchmark</u>
T. Rowe Price Instl LC Growth	Domestic Equity	Russell 1000 Growth TR USD
T. Rowe Price Instl LC Value	Domestic Equity	Russell 1000 Value TR USD
TIAA-CREF Small Cap Equity	Domestic Equity	Russell 2000 TR USD
TIAA-CREF Social Choice Equity	Domestic Equity	Russell 3000 TR USD
TIAA-CREF Real Estate Sec	Domestic Equity	FTSE NAREIT All Equity REITs TR
DFA Large Cap International	International Equity	MSCI World Ex US NR USD
DFA Emerg Mkts Core Equity	International Equity	MSCI EM NR USD
PIMCO Total Return	Fixed Income	BarCap US Agg Bond TR USD
PIMCO Real Return	Fixed Income	BarCap US Trsy US TIPS TR USD
PIMCO Income Instl	Fixed Income	BarCap US Agg Bond TR USD
TIAA-CREF Bond Plus	Fixed Income	BC Universal TR USD
TIAA-CREF Inflation-Linked Bond	Fixed Income	BarCap US Trsy US TIPS TR USD
T. Rowe Price Instl Floating Rate	High Yield	S&P/LSTA Performing Loan TR
TIAA-CREF High Yield	High Yield	BofAML US HY C Pay BB-B

Table 1b: Passively Managed Funds
(Based on net-of-fee asset class performance)

Asset Class	Short-Term (rolling 12-month periods)	Medium-term (rolling 36-month periods)	Long-term (rolling 60-month periods)
Domestic Equity	Tracking Error > 0.30% for 6 consecutive months	Tracking Error > 0.25% for 6 consecutive months	Fd annlzd return < bench annlzd return -0.30% for 6 consecutive months
International Equity*	Tracking Error > 0.75% for 6 consecutive months	Tracking Error > 0.70% for 6 consecutive months	Fd annlzd return < bench annlzd return -0.30% for 6 consecutive months
Fixed Income	Tracking Error > 0.40% for 6 consecutive months	Tracking Error > 0.55% for 6 consecutive months	Fd annlzd return < bench annlzd return -0.35% for 6 consecutive months

1st 1-12 month performance criteria is not annualized; all other criteria is on an annualized basis.
Annualized return is the average annual return of either the fund or its benchmark.
VRR – Value Relative Ratio – is calculated as: fund cumulative return / benchmark cumulative return.

* TIAA-CREF utilizes “fair market value” adjustment procedures for the TIAA-CREF International Equity Index Fund and TIAA-CREF Emerging Markets Equity Index Fund (the Funds). This adjustment increases or decreases the Funds’ actual closing price to compensate for pricing differences between international markets. This procedure can create an artificially high tracking error. Monitoring of the Funds takes this into account and corrects for it where data is available. TIAA-CREF has chosen to implement certain socially responsible investment policies including divesting from companies with major operations in the Sudan. Divesting from companies within the tracking index will create some degree of tracking error. If such divestitures cause tracking error to exceed the monitoring criteria, it is TIAA-CREF’s responsibility to notify SIB and the investment consultant and to quantify the extent to which the divestitures added to tracking error.

<u>Fund</u>	<u>Asset Class</u>	<u>Benchmark</u>
TIAA-CREF Equity Index	Domestic Equity	Russell 3000 TR USD
TIAA-CREF S&P 500 Index	Domestic Equity	S&P 500 TR
TIAA-CREF Intl Equity Index	International Equity	MSCI EAFE NR USD
TIAA-CREF Emerg Mkts Eq Index	International Equity	MSCI EM NR USD
TIAA-CREF Bond Index	Fixed Income	BarCap US Agg Bond TR USD

Table 1c: T-C Life Funding Agreements
(Based on non-investment performance criteria)

Fund Name	Financial Strength	Mortgage Portfolio	Bond Portfolio	Account Diversification
T-C Life Funding Agreement	Moody's = Aaa Standard & Poor's = AAA A.M. Best=A+++ Fitch=AAA	100% in Good Standing	At least 90% Investment Grade	Portfolio is diversified across asset classes and types

Monitor: T-C Life Funding Agreements

VI. DEFINITIONS OF IMPORTANT TERMS

A

Active Management – a money-management approach based on informed, independent investment judgment that seeks to add incremental value to that of a benchmark.

American Depositary Receipt (ADR) - A negotiable certificate issued by a U.S. bank representing a specific number of shares of a foreign stock traded on a U.S. stock exchange.

Annualized Performance – a measure that converts total cumulative performance into an annual average return. Industry practice is to compute the average annual return by compounding monthly return and then computing the geometric mean return.

Asset Allocation – the process of dividing investments among different kinds of assets, such as stocks, bonds, real estate, and cash, to optimize the risk/reward tradeoff based on an institution's specific situation and goals.

Asset Class – a type of investment, such as stocks, bonds, real estate, or cash, specifically:

- **Domestic Equity** - Ownership interests in U.S.-based corporations in the form of common stock or preferred stock. Domestic equity may include some limited exposure to real estate (REITs) and international stocks (ADRs) as listed on major U.S. stock market exchanges.
- **International Equity** - Ownership interests in non U.S.-based corporations in the form of common stock or preferred stock. International equity may include some limited exposure to global stocks (those involving more than one country, including the U.S.), emerging markets stocks, or other investment offerings as listed on major non-U.S. stock market exchanges.
- **Fixed Income** - Medium and long-term debt obligations of government, government sponsored entities, corporations, and/or other assets that pay a fixed dollar amount. Fixed income may include some limited exposure to structured and synthetic investments such as options and swaps.
- **High Yield** - A fixed income instrument that pays (yields) a higher rate of income (interest) than otherwise equivalent debt due to an increase in risk (such as a higher level of credit/default risk on a corporate bond). Generally, high yield bonds are considered to be those rated 'BB' or lower by one or more of the major rating agencies. High yield investments also include Leveraged Loans which pay a floating rate of interest and are senior to bonds in the capital structure.
- **Short Term** - A fixed income instrument that will expire within a relatively short time frame (often considered to be one year or less). Short Term bonds are highly conservative investments that can be liquidated quickly.

B

Barclay's Capital Intermediate Government/Credit Index – a market value weighted performance benchmark for government and corporate fixed-rate debt issues with maturities between one and ten years.

Barclay's Capital U.S. TIPS Index – an unmanaged index generally representative of the U.S. inflation-indexed fixed-income universe.

Barclay's Capital U.S. Treasuries 5-10 Year Index – an unmanaged index consisting of U.S. Treasury bonds with maturities between 5 and 10 years.

Benchmark – a standard used for comparison. For example, the S&P 500 is a widely used benchmark thought to be representative of the domestic stock market as a whole.

Benchmark Annualized Return – the conversion of a benchmark's (e.g. S&P 500) cumulative gain or loss activity into an average annual return.

In the case of a contract, an agreement with the contracting entity can include agreements with a third-party to provide services. All of the terms under the signed contract typically apply to all the services provided by the multiple parties or service provider.

BofAML US HY C Pay BB-B Index – is an unmanaged index comprised of publicly placed, non-convertible, coupon bearing domestic debt. Issues in the index are less than investment grade as rated by Standard & Poor's Ratings Group or Moody's Investors Service, Inc., and must not be in default. The index focused on higher rated high yield securities. The index is limited to constituents possessing either a BB or B rating.

Buy/Sell Disciplines – describes under what conditions, and how frequently, a security is to be bought and sold.

C

Composite – a combination or group of select securities

D

Direct Plan – a plan sold through which participants can invest without paying a "load," or sales fee. This type of plan, which you can buy directly from the program manager without the assistance of a broker, is generally less expensive because it waives or does not charge sales fees that may apply to advisor-sold plans.

Diversified Approach – a portfolio strategy designed to reduce exposure to risk by combining a variety of investments, such as stocks, bonds, and real estate, which are unlikely to all move in the same direction.

Domestic Equity – see Asset class for description.

Dow Jones Wilshire 5000 Index – a market capitalization-weighted index composed of approximately 5,000 publicly-traded companies that is designed to track performance of the U.S. stock markets.

E

Execution Costs – the costs associated with completing a buy or sell of an asset or investment.

Externally Managed Mutual Funds – a portfolio of investments managed by a third party, outside of the Trust, for a stated fee.

F

FID Strategic Income Composite (Blended Benchmark) – consists of 40% Merrill Lynch US High Yield Constrained Index, 15% Citigroup Non-US G7 Index, 30% Barclay's Capital U.S. Government Bond Index, and 15% J.P. Morgan EMBI Global Index.

Fiduciary Responsibility – a legal authority and ethical duty to make decisions regarding financial matters on behalf of another party

Fixed Income – see Asset class for description.

FTSE NAREIT All Equity REITs Index – is a free float adjusted market capitalization weighted index that includes all tax qualified REITs listed in the NYSE, AMEX, and NASDAQ National Market.

Fund (or Mutual Fund) – an investment portfolio that is managed by an external professional investment management firm. A mutual fund is typically highly diversified (after taking into account the investment firm’s unique philosophy and approach) and includes investments on behalf of many share or unit holders. Mutual funds are “regulated investment companies” registered with the Securities and Exchange Commission.

Fund Annualized return – the conversion of a fund’s cumulative gain or loss activity into an average annual return.

Fund Review – a review of a mutual fund’s performance describing how the fund may be failing to meet specific criteria. This document is typically produced when a fund is placed on watch status.

H

High Yield – see Asset class for description.

I

Investment Approach/Strategy – the method employed by the mutual fund to achieve its stated added value quantitative.

Investment Guidelines – a list of requirements and criteria agreed upon by the fund and its client to achieve the portfolio’s investment quantitatives. Such guidelines can include items such as (i) the types of asset to be employed, (ii) the maximum amount of exposure to any one security, (iii) maximum or minimum percentages of each type of asset, etc.

Investment Manager or Investment Management Firm – an organization responsible for investing assets on behalf of clients.

Investment Options – see Section I., Background for description.

Investment Performance – the gain or loss of a mutual fund, typically described in percentage terms.

Investment Performance Criteria – pre-determined expectations set for the fund, which are used to evaluate whether the fund is meeting its investment performance quantitative.

Investment Risk – the volatility of an investment’s performance, with emphasis on the measurable possibility of an investment losing, or not gaining value.

Investment Style – a philosophy or approach of investing typically held by a broad group of investors (i.e., growth investors, value investors, etc.).

International Equity – see Asset class for description

M

Management Fees – the fee charged by a fund’s investment advisor for managing the fund.

Merrill Lynch U.S. High Yield Master II Index – an unmanaged index comprised of publicly placed, non-convertible, coupon bearing domestic debt. Issues in the index are less than investment grade as rated by Standard & Poor’s Ratings Group or Moody’s Investors Service, Inc., and must not be in default. Issues have a term to maturity of at least one year.

MSCI All Country World (ACWI) xUS Index – an equity performance measurement by Morgan Stanley Capital International of developed markets (Europe, Australia, Far East) and emerging markets excluding the U.S.

MSCI Emerging Markets (EM) Index – is a free float-adjusted market capitalization index that is designed to measure equity market performance of emerging markets. The index consists of the following 21 emerging market country indices: Brazil, Chile, China, Colombia, Czech Republic, Egypt, Hungary, India, Indonesia, Korea, Malaysia, Mexico, Morocco, Peru, Philippines, Poland, Russia, South Africa, Taiwan, Thailand, and Turkey.

MSCI USA IMI ESG Index – formerly the FTSE KLD US All Cap Sustainability Index. This benchmark, developed by Morgan Stanley Capital International (MSCI), holds companies with the highest environmental, social and governance (ESG) criteria in each sector of the U.S. equity market.

Multi-fund Options – investment options comprised of more than one individual fund.

O

Ongoing Monitoring – continual (quarterly) evaluation of the qualitative and investment performance aspects of a funds' management and practices to determine their ability to continue to add value and meet pre-established criteria.

Options – a privilege sold by one party to another that offers the buyer the right, but not the obligation, to buy (call) or sell (put) a security at an agreed-upon price during a certain period of time or on a specific date.

Organizational Structure – a description of a fund's business-related characteristics such as personnel and team structure as well as its decision-making hierarchy.

Outperformance – when the result of activities of an investment over a given period of time exceeds expectations (i.e. the result of a growth-oriented fund is better than an assigned benchmark such as the Russell 3000 Growth Index).

P

Participants – individuals electing to take part in the Trust's investment program by contributing assets to the investment options provided by the Trust.

Passive Management – a money-management approach that seeks to match the return and risk characteristics of a market or benchmark.

Periodic Monitoring – regular (annually, semi-annually) evaluation of the qualitative aspects of a fund's management and practices to determine if they meet pre-established criteria.

Portfolios – a stand alone (individual) investment or a collection of multiple investments. In most cases, these investments are mutual funds but may be separate accounts, such as the Social Choice portfolio. One or more portfolios may also represent an asset class. The term 'Portfolio' is also used to describe various participant options..

Program Manager Fee – the fee charged by the program administrator.

Q

Qualitative Considerations – factors taken into account when assessing the Program Manager's overall performance in providing investment management services.

Quantitative Considerations – factors taken into account when assessing the Program Manager's overall investment performance.

Quarterly – a three-month period within one year (typically ending on 3/31, 6/30, 9/30, 12/31).

Quarterly Performance – the result of investment activities within a three-month period.

R

Rolling Periods – specific time periods that are selected to include a finite amount of days, months, quarters, or years in which as the next unit (i.e. day) is entered, the earliest one from the past set is dropped retaining the finite number.

Russell 1000 Index – measures the performance of the 1,000 largest companies in the Russell 3000 Index.

Russell 2000 Index – measures the performance of the 2,000 smallest companies in the Russell 3000 Index, which represents approximately 8% of the total market capitalization of the Russell 3000 Index.

Russell 3000 Index – measures the performance of the 3,000 largest U.S. companies based on total market capitalization, which as of June 2011 reconstitution represented approximately 98% of the investable U.S. equity market.

Russell 3000 Growth Index – measures the performance of those Russell 3000 companies with higher price-to-book ratios and higher forecasted growth values.

Russell 3000 Value Index – measures the performance of those Russell 3000 companies with lower price-to-book ratios and lower forecasted growth values.

Russell Mid Cap Index – measures the performance of the smallest 800 companies in the Russell 1000 Index.

Russell Mid Value Index – measures the performance of those Russell Mid Cap companies with lower price-to-book ratios and lower forecasted growth rates.

S

S&P 500 Index – a performance measurement of the stocks of 500 high quality companies as judged by the Standard & Poor's corporation. This index is widely used and thought to be representative of the entire U.S. stock market.

S&P/LSTA Performing Loan Index – an index designed to reflect the largest loan facilities in the leveraged loan market. It mirrors the market-value-weighted performance of the 100 largest institutional leveraged loans based upon actual market weightings, spreads and interest payments.

S&P Mid Cap 400 Index – a market capitalization-weighted index composed of 400 stocks, including reinvestment of dividends that is generally considered representative of mid-sized U.S. companies.

Short term – see Asset class for description.

Stand Alone Fund – an individual mutual fund that represents an entire offering as part of the program's investment options.

Status Report – a quarterly evaluation of a fund's performance while designated as being on Watch. This report reviews the reason for the fund being on Watch, for how long, and if the fund is addressing the issues pertaining to Watch.

Structured Security – a debt security with one or more special features, such as making payments based on an underlying index.

Style – a behavior of portfolio returns caused by an investment manager's investment philosophy and portfolio construction processes.

Synthetic Security – a security that is artificially created involving two or more instruments that has the same risk-reward profile as a strategy involving only one instrument.

Swaps – the exchange of one security for another to change the maturity (bonds), quality of issues (stocks or bonds), or because investment quantitatives have changed.

T

T-C Life Funding Agreements – TIAA-CREF Life Insurance Company (T-C Life) investment portfolio which supports the various guaranteed fixed annuities. The General Account primarily invests in corporate and government bonds, structured finance instruments (such as mortgage-backed securities) and real estate.

Three-Month T-Bill – the 3-month T-Bill is an index that is typically constructed using a single issue U.S. Treasury purchased at the beginning of the month and held for a full month. Each month the index is rebalanced and the issue selected is the outstanding Treasury Bill that matures closest to, but not beyond, 3 months from the rebalancing date.

Tracking Error – the amount by which the performance of the portfolio typically differs (either plus or minus) from that of the benchmark.

U

Underlying Funds – a set (two or more) of mutual funds that together comprise an offering as part of the program's investment options.

Underperformance – when the result of activities of an investment over a given period of time falls short of expectations (e.g. the result of a typical equity portfolio is lower than an assigned benchmark).

V

Value Relative Ratio – a measure of a mutual fund's effectiveness by comparing a fund's return data to the specified benchmark. Calculated as "Fund Cumulative Return/Benchmark Cumulative Return."

W

Watch – a condition assigned to a fund indicating that the fund's investment performance or other qualitative factors do not meet pre-determined criteria. This status allows time for the fund to take corrective action before being terminated.